

# **Climate*first* Foundation**

## **Constitution**

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## 1 Name

The name of the Not for Profit organisation is **Climatefirst Foundation**

## 2 Objects

The aims, objects, core values and principles of the Foundation are

(1) Aims:

- (a) To raise awareness of the challenges associated with climate change, and the consequent need to develop a low carbon, sustainable future through social, cultural, economic, environmental and community action.
- (b) To promote positive individual and community actions addressing the challenges in an ethical and transparent manner.
- (c) To promote, encourage and support the development of education and research directed at addressing the challenges.
- (d) To promote, encourage and support the development of carbon abatement initiatives, strategies and projects.
- (e) To provide the membership, other groups, individuals and the community with the encouragement and support to move to a low carbon, sustainable future.

(2) Objectives:

- (a) Empower consumers at the point-of-sale with a choice to balance a particular transaction with a contribution to the environment.
- (b) To provide a platform to communicate messages about climate change issues.
- (c) To create a sense of community by encouraging individual action for broader community and environmental benefits.
- (d) To actively invest in carbon abatement activities that include but are not limited to; afforestation, reforestation, avoided deforestation, clean energy production, energy efficiency and low carbon technology for developing communities.
- (e) To affect behavioural change towards low carbon living

(3) Core values and principles

- (a) Individual action is imperative to meet the challenges of climate change.
- (b) Actions to meet the challenges must be facilitated in a scientific and ethical manner.
- (c) Understanding and awareness is fundamental to achieving behavioural change.

### 3 Powers

- (1) The Company has the powers of an individual.
- (2) The Company may,
  - (a) enter into contracts; and
  - (b) Publish and Distribute information
  - (c) Engage in, support and promote education and research
  - (d) Raise funds
  - (e) Run Events
  - (f) Recruit volunteers
  - (g) Employ Staff
  - (h) acquire, lease, hold, deal with and dispose of property; and
  - (i) make charges for services and facilities it supplies; and
  - (j) Undertake any trade, enterprise, project or venture which could contribute to the delivery of the aims and objectives
  - (k) do other things necessary or convenient to be done in carrying out any other activity that could help deliver the stated aims and objectives.
- (3) The Company may take over the funds and other assets and liabilities of the present unincorporated association known as the *Climatefirst* Foundation

### 4 Membership

- (1) The membership of the company consists of founding members Mr Adrian Vanisse and Mr Werner Murray and ordinary members. Membership is open to anyone who is interested in helping the group achieve its aims and objectives and is willing to abide by the rules of the Constitution.

A member shall cease to be a member if they: resign; fail to pay membership fees when they fall due; or die. Membership may be terminated by a majority decision of ordinary members at an annual general meeting or extraordinary general meeting. Members shall have an opportunity to address these meetings to provide a case as to why their membership should be continued.

- (2) New membership – New members must sign a members guarantee of \$50 which is payable in the event of insolvency and a membership fee of \$25 per annum. The number of ordinary members is unlimited.
- (3) The Company Secretary must keep a register of members. The register must include the following particulars for each member;
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) Detail of memberships fees paid or payable.

## 5 Not for Profit

Climatefirst Foundation is a not for profit entity. Any surplus shall be applied as follows;

- (1) to a general reserve for the continuation and development of Climatefirst Foundation
- (2) Any surplus will NOT be distributed by way of dividend or bonus to members or officers of the Foundation. Should the Foundation cease trading any remaining surpluses will be distributed by way of donation to other charitable entities with a Deductible Gift Recipient status with objects similar to the objectives of the Climatefirst Foundation.

## 6 General Meetings of Members

- (1) The performance of Climatefirst Foundation is subject to regular review and all members are encouraged to participate.
- (2) Climatefirst Foundation shall hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it, providing that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting shall be held within eighteen months of formation.
- (3) An Annual General Meeting must be called by at least twenty-one days' notice, unless three-quarters of all the members entitled to attend, decide on shorter notice. This shorter notice must still be given to all members.
- (4) Regular General Meetings will be held.
- (5) At each General Meeting the Board of Directors will provide an update on key Foundation issues and shall, when necessary, seek the approval of members for specific actions.
- (6) Any three members, or ten percent of members (whichever is greatest), may call a General meeting.
- (7) Notice of General Meetings shall be given at least fourteen days prior. This notice will either be sent (by post or electronically) to all members, or shall be displayed at a location (real or virtual) agreed in advance as a result of a General Meeting, or at the consequent General Meeting.
- (8) The Annual General Meeting must consider financial reports, the appointment of members, and members must vote to appoint the Board of Directors.

## 7 Proceedings at General Meetings

- (1) Each member whether an individual or an organisation shall have one vote. Non-members are welcome to attend, but may not vote. Members may proxy their vote to other members using the form distributed prior to the meeting by the Company Secretary.
- (2) No business shall be transacted at a general meeting unless a quorum of members is present. Unless and until otherwise decided by a general meeting, five members shall be a quorum.
- (3) If such a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or such time and place as all members present agree to, and all members shall be given such notice as is practicable of the time, date and place of such an adjourned meeting.

- (4) Decisions (excluding any vote to amend the Constitution) will be based on a majority of members eligible to vote in person or by proxy at the General Meeting.
- (5) Meetings shall be facilitated by the Chairman and minutes shall be taken by the Company Secretary.

## 8 Board of Directors

- (1) The Board of Directors must act reasonably and prudently in all matters relating to the *Climatefirst* Foundation and must always bear in mind that their prime concern is the Foundation's interests. The Foundation's income and property must be applied only for the purposes set out in this Constitution.
- (2) Board meetings shall be held quarterly with the Company Secretary keeping minutes noting attendance and resolutions.
- (3) A quorum of 2 directors shall be required to properly propose and accept resolutions.
- (4) Resolutions of the board may be passed by a simple majority of directors in attendance in person or by teleconference or by proxy with each director having a single vote.
- (5) The board must have a minimum of 2 and maximum of 8 directors. Directors must be a paid up member of the Foundation.
- (6) A director may be co – opted to the board between Annual General Meetings by a majority of directors that were elected at the previous Annual General Meeting. A director may be terminated by a majority of directors that were elected at the previous Annual General meeting, provided they have either become ineligible to serve under the Corporations Act, have breached the rules of this constitution, have ceased to be a paid up member of the Foundation, or have failed to attend 2 or more consecutive Board Meetings
- (7) Founding members will be appointed directors and shall co-opt other directors up until the first Annual General can be held.

## 9 Action Groups

- (1) The Board of Directors may appoint action groups (or committees, sub committees, sub groups, working groups and research groups) to operate within parameters set by the board and with powers delegated from the board.
- (2) The Action Groups will report its past activities to the Board Meeting. It will also prepare plans for the forthcoming period to be approved by the Board Meeting.

## 10 Records

- (1) *Climatefirst* Foundation shall keep a register of members see 4 (3). *Climatefirst* Foundation shall keep minutes of all General and Board meetings and an attendance register of those present at meetings.

## 11 Accounts

- (1) The Company Secretary shall ensure detailed records of all income, expenditure, assets and liabilities.
- (2) Officers and people acting on the express request of *Climatefirst* Foundation shall be entitled to their expenses on receipt of claims.
- (3) Annual Financial Report shall be forwarded to all members with notice of the Annual General Meeting and this report shall be subject to member approval at the Annual General Meeting.

## 12 Indemnity

- (1) Every member or officer of *Climatefirst* Foundation shall be indemnified out of the assets of *Climatefirst* Foundation against all losses or liabilities incurred by them in or about the execution and discharge of the duties of their office, except to the extent that such losses or liabilities shall be attributed to either:
  - (a) fraud or other matters in respect of which such person concerned shall be convicted of a criminal offence; or
  - (b) negligence; or
  - (c) actions knowingly beyond the scope of a specific authority or limit thereon on the part of such person.

## 13 Secondary Rules

- (1) Secondary Rules can be made by *Climatefirst* Foundation in Board or General Meeting and/or by those officers or action groups that have been delegated authority by General Meeting so long as any secondary rules do not conflict with this constitution or the will of the General Meeting.

## 14 Changing the Constitution

- (1) Any rule in this constitution can be deleted or changed or a new rule introduced at either an Annual General Meeting or an Extraordinary General Meeting where all members have been given twenty-one clear days prior notice of the change proposed and the date, time and location of the meeting. Except Rules 6 (inclusive), 13.1, 14.1 and 14.2 which shall not be changed.
- (2) A General Meeting that will consider a new or changed rule cannot be called with less than twenty-one days notice as described in rule 6.3 but must be called with the full twenty-one days notice. Changes to the constitution must be approved by a minimum of 1 founding member and a majority of ordinary members eligible to vote per the members register. Members may vote at these meetings by proxy if necessary.

## 15 Dissolution

- (1) If the board should decide by a simple majority that it is necessary or advisable to dissolve *Climatefirst* Foundation it shall call a General Meeting where all members are notified (in accordance with rule 6.7) and encouraged to participate.

- (2) In the event of winding up or dissolution of Climatefirst Foundation, after the satisfaction of all its debts and liabilities, the assets remaining shall not be paid or distributed among the members of Climatefirst Foundation but shall be given or transferred to some other not for profit organisation with deductible gift recipient status chosen by the members and having objects similar to the objectives of Climatefirst Foundation.

## 16 Acceptance

- (1) This constitution was adopted as the constitution of Climatefirst Foundation at a Meeting of the founding members;

Held at: *66 Dalrymple Street Wilston  
Brisbane, QLD, Australia, 4051*

Date: *20<sup>th</sup> May 2010*

Signed:	Signed:
Member: Adrian Vannisse	Member: Werner Murray